

388 3088

Receipt Number: 33641

File Number **DL027743**



ARTICLES_OF_ORGANIZATION

For

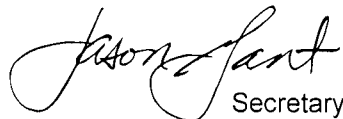
BREES STUART, LLC

Filed at the request of:

MATTHEW D GARDNER
SULLIVAN & WARD PC
6601 WESTOWN PKWY STE 200
WEST DES MOINES IA 50266

*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Monday, April 02, 2012**


Secretary of State

Fee Received: \$150.00

388 3089 04/02/2012

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

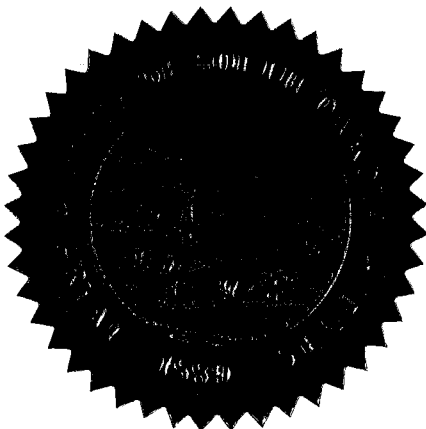
Certificate of Organization Limited Liability Company

ORGANIZATIONAL ID #: DL027743

I, Jason M. Gant, Secretary of State of the State of South Dakota, hereby certify that the Articles of Organization of **BREES STUART, LLC** duly signed and verified, pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Organization and attach hereto a duplicate of the Articles of Organization.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this April 2, 2012.



Jason M. Gant
Secretary of State

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ARTICLES OF ORGANIZATION DOMESTIC LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy

FILING FEE: \$150 payable to SECRETARY OF STATE

RECEIVED

APR 02 2012

S.D. SEC. OF STATE

Telephone # (515) 244-3500

FAX # (515) 244-3599

Filed this 2nd day of April, 2012
Jason Gant
SECRETARY OF STATE

Article I

The name of the company is Brees Stuart, LLC

The name must contain limited liability company, limited company or the abbreviation L.L.C., LLC, L.C. or LC. Limited may be abbreviated as Ltd. and company may be abbreviated as Co.

Article II

The duration of the company if other than perpetual is _____

Article III

The address of the initial designated office in or out of the State of South Dakota where the company conducts its business.

1901 Avenue of the Stars, Ste. 935

Los Angeles



CA



90067-6011

Street Address

City

State

ZIP+4

Mailing Address (Optional)

City

State

ZIP+4

Article IV

The South Dakota Registered Agent name Person Enterprises, LLC

326 N. Madison Ave.

Pierre



SD



57501

Street Address or Rural Route Number in This State and

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

When listing a Commercial Registered Agent, please state their CRA #.
This number can be obtained from the Commercial Registered Agent.

1995 0000

1995 0000

1995 0000

1995 0000

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1995 0000

1995 0000

1995 0000

1995 0000

1995 0000

388 3092

Article VIII

Any other provisions not inconsistent with law, which the members elect to set out in the articles of organization.

The Articles of Organization must be executed by the organizers.

Dated March 30, 2012



(Signature of an organizer)

Benjamin Renzo

(Printed Name)

Organizer

(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

Dated _____

(Signature of an organizer)

(Printed Name)

(Title)

390 4778 6009172012

Receipt Number: 55280

File Number **DL027743**



ARTICLES_OF_MERGER

For

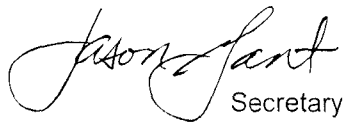
BREES STUART, LLC a Louisiana limited liability company merging into BREES STUART, LLC a South Dakota limited liability company and the survivor

Filed at the request of:

**MATTHEW D GARDNER
SULLIVAN & WARD PC
6601 WESTOWN PKWY STE 200
WEST DES MOINES IA 50266**

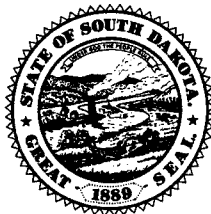
*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Tuesday, July 31, 2012**


Secretary of State

Fee Received. \$60.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

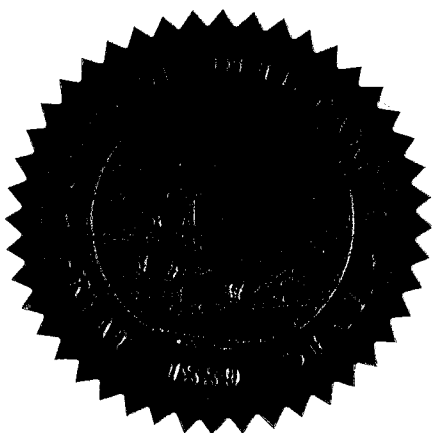
Certificate of Merger Limited Liability Company

ORGANIZATIONAL ID #: DL027743

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Merger **BREES STUART, LLC** a Louisiana limited liability company merging into **BREES STUART, LLC** a South Dakota limited liability company and the survivor duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Merger and attach hereto a duplicate of the Articles of Merger.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this July 31, 2012.



Jason M. Gant
Secretary of State

Cert of Merger LLC Merge

390 4780 08/01/2012
Filed this 31st day of July, 2012
[Signature]
SECRETARY OF STATE

**ARTICLES OF MERGER
FOREIGN LIMITED LIABILITY COMPANY INTO DOMESTIC
LIMITED LIABILITY COMPANY**

South Dakota Secretary of State
500 E. Capitol Ave.
Pierre, SD 57501
Phone (605) 773-4845

RECEIVED
JUL 31 2012
S.D. SEC. OF STATE

1. Brees Stuart, LLC is a Louisiana limited liability company ("Brees Stuart Louisiana") with Articles of Organization filed on June 10, 2010. An application for authority in South Dakota has not been filed.
2. Brees Stuart, LLC is a South Dakota limited liability company ("Brees Stuart South Dakota") with Articles of Organization filed on April 2, 2012.
3. A Plan of Merger between Brees Stuart Louisiana and Brees Stuart South Dakota has been approved and signed by both entities.
4. The name and address of the surviving entity shall be Brees Stuart, LLC, a South Dakota limited liability company, 703 Palomar Airport Road, Ste. 200, Carlsbad, CA 92011.
5. The effective date of the Merger shall be effective upon filing.
6. No other changes are necessary to the Articles of Organization for Brees Stuart South Dakota.

[SIGNATURE PAGE TO FOLLOW]

Date: 5/24/12

Signed: 
Chris Stuart, Authorized Representative
Brees Stuart, LLC,
a South Dakota limited liability company

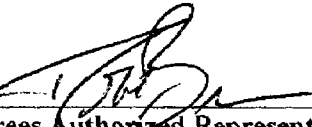
Date: 5/24/12

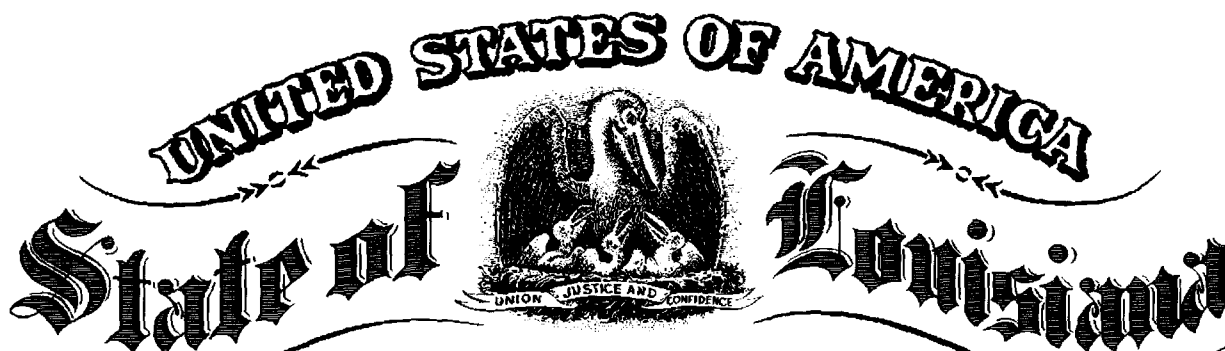
Signed: 
Chris Stuart, Authorized Representative
Brees Stuart, LLC,
a Louisiana limited liability company

Date: 5/24/12

Signed: 
Drew Brees, Authorized Representative
Brees Stuart, LLC,
a South Dakota limited liability company

Date: 5/24/12

Signed: 
Drew Brees Authorized Representative
Brees Stuart, LLC,
a Louisiana limited liability company



Tom Schedler

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

BREES STUART, LLC

A limited liability company domiciled in BATON ROUGE, LOUISIANA,

Filed charter and qualified to do business in this State on June 10, 2010,

I further certify that the records of this Office indicate the company has paid all fees due the Secretary of State, and so far as the Office of the Secretary of State is concerned, is in good standing and is authorized to do business in this State.

I further certify that this certificate is not intended to reflect the financial condition of this company since this information is not available from the records of this Office.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

July 30, 2012

Secretary of State

Web 40199725K



Certificate ID: 10294796#VAR93

To validate this certificate, visit the following web site, go to **Commercial Division, Certificate Validation**, then follow the instructions displayed.
www.sos.louisiana.gov

Receipt Number: 65373

File Number **DL027743**



ARTICLES_OF_AMENDMENT

For

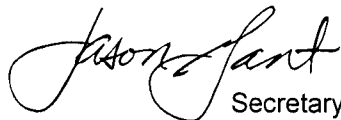
BREES STUART, LLC changing tis name to BREES STUART COMPANIES, LLC

Filed at the request of:

MATTHEW D GARDNER
SULLIVAN & WARD PC
6601 WESTOWN PKWY STE 200
WEST DES MOINES IA 50266

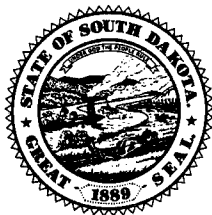
State of South Dakota
Office of the Secretary of State

Filed in the office of the Secretary of State on: **Monday, September 24, 2012**


Secretary of State

Fee Received: \$60.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment Limited Liability Company

ORGANIZATIONAL ID #: DL027743

I, **Jason M. Gant**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Articles of Amendment to the Articles of Organization of **BREES STUART, LLC changing tis name to BREES STUART COMPANIES, LLC** duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment to the Articles of Organization and attach hereto a duplicate of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of South Dakota, in Pierre, the Capital City, this September 24, 2012.



Jason M. Gant
Secretary of State

CertAmendLLC Merge

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

APPLICATION FOR AMENDED ARTICLES OF ORGANIZATION DOMESTIC LIMITED LIABILITY COMPANY

Please Type or Print Clearly in Ink

Please submit one Original and one Photocopy
FILING FEE: \$60 payable to SECRETARY OF STATE

RECEIVED
SEP 24 2012
S.D. SEC. OF STATE

Telephone # _____
FAX # _____

391 5143

Filed this 24th day of Sept 2012
Jason Sanford
SECRETARY OF STATE

The Limited Liability Company named below, adopts the following Amended Articles of Organization pursuant to SDCL 47-34A-204.

1. The name of the company is Brees Stuart, LLC

Note: This must be the exact limited liability company name as currently on file.

2. The amended name is Brees Stuart Companies, LLC

The name must include limited liability company, limited company or the abbreviation L.L.C., LLC, L.C. or LC. Limited may be abbreviated as Ltd. and company may be abbreviated as Co.

3. The date of filing the articles of organization is

4. The amendment to the articles is:

"The name of the company is Brees Stuart Companies, LLC"

The application must be signed by a member if the company is a member-managed company or by a manager if it's a manager managed company.

Dated 9/20/12

By signing this form, you agree to have both the fee and the form processed electronically. A fee of up to \$40 will be assessed for returned payments.

Christopher Stuart
(Signature of an Authorized Manager or Member)

Christopher Stuart
(Printed Name)

Authorized Manager
(Title)

2013

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE 9/12/2013

RECEIPT NO 140028

1. L.L.C. ID and Name:

DL027743

BREES STUART COMPANIES, LLC

2525 MAIN ST STE 210

SANTA MONICA, CA 90405

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2525 MAIN ST STE 210

SANTA MONICA

CA

90405

Street Address

City

State

ZIP+4

Mailing Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

PERSON ENTERPRISES, L.L.C.

326 N. MADISON

PIERRE

SD

57501

Street Address or Rural Route Box Number in This State and

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Date 09/12/2013

Signature Accepted Electronically

(Signature of an Authorized Person)

MATTHEW GARDNER

(Printed Name)

2014

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 4/22/2014

RECEIPT NO 194723

1. L.L.C. ID and Name:

DL027743

BREES STUART COMPANIES, LLC

2525 MAIN ST STE 210

SANTA MONICA, CA 90405

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2525 MAIN ST STE 210

SANTA MONICA

CA

90405

Street Address

City

State

ZIP+4

Mailing Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

PERSON ENTERPRISES, L.L.C.

326 N. MADISON

PIERRE

SD

57501

Street Address or Rural Route Box Number in This State and

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 04/22/2014

Signature Accepted Electronically

(Signature of an Authorized Person)

BENJAMIN RENZO

(Printed Name)

2015

Enter Filing Year

ANNUAL REPORT

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

DOMESTIC LLC

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 5/19/2015

RECEIPT NO 303257

1. L.L.C. ID and Name:

DL027743

BREES STUART COMPANIES, LLC

2525 MAIN ST STE 210

SANTA MONICA, CA 90405

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2525 MAIN ST STE 210

SANTA MONICA

CA

90405

Street Address

City

State

ZIP+4

Mailing Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name:

PERSON ENTERPRISES, L.L.C.

326 N. MADISON

PIERRE

SD

57501

Street Address or Rural Route Box Number in This State and

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its managers. If the L.L.C. is member-managed, the names and addresses of the members need not be set forth.

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

☐

Manager

Street Address

City

State

ZIP+4

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty.
By signing this form you agree to have both the fee and the form processed electronically.

Dated 05/19/2015

Signature Accepted Electronically

(Signature of an Authorized Person)

BENJAMIN RENZO

(Printed Name)

5/19/2015 2:48:30 PM

2016

Enter Filing Year

Secretary of State Office
500 E Capitol Ave
Pierre, SD 57501
(605)773-4845

ANNUAL REPORT

DOMESTIC LLC

SDCL 47-34A-211; 59-11-24, 24.1

Please Type or Print Clearly In Ink

FILING FEE: \$50.00 Make check payable to SECRETARY OF STATE

FILE DATE 3/23/2016

RECEIPT NO 396920

1. LLC ID and Name:

DL027743

Enter LLC ID

BREES STUART COMPANIES, LLC

Enter LLC Name

2. The jurisdiction under whose law it is formed SOUTH DAKOTA

3. The address of the principal executive office (business address).

2525 MAIN ST STE 210 STE 935

SANTA MONICA

CA

90405

Actual Street Address or Rural Route Box Number

City

State

ZIP+4

Mailing Address, if Different from Street Address

City

State

ZIP+4

4. The name of the South Dakota Registered Agent

Agent Name: PERSON ENTERPRISES, L.L.C.

326 N. MADISON

PIERRE

SD

57501

Actual Street Address or Rural Route Box Number in This State

City

State

ZIP+4

Mailing Address in This State, if Different from Street Address

City

State

ZIP+4

5. The names and business addresses of its principal officers and directors (governors). If, pursuant to SDCL 59-11-24, the board of directors has been eliminated, list the names of the shareholders.

6. Beneficial Interest (optional)

Owner	Description of Ownership	Percentage/Value
-------	--------------------------	------------------

No person may execute this report knowing it is false in any material aspect. Any violation is subject to a civil penalty (SDCL 47-1A-129).

Dated 03/23/2016

Signature Accepted Electronically

(Signature of an Authorized Person)

BENJAMIN F RENZO

(Printed Name)

*By signing this form you agree to have both the fee and the form processed electronically.
A fee of up to \$40 will be assessed for returned payments.

3/23/2016 11:16:47 AM